

September 5, 2008

State Of Utah
Division of Oil, Gas & Mining
1594 W. North Temple,
Suite 1210 Box 145801
Salt Lake City, Utah 84114-5801

Re: Application for Permit to Drill

Attached please find one (1) original copy of an *Applications for Permit to Drill* on the following location:

IC TRIBAL 5-24-45

If you have any questions regarding this "APD" please call me at (435) 722-1325 or (435) 823-1808.

Thank you,



Shelley E. Crozier
Regulatory & Permitting Specialist
sec@bry.com

RECEIVED
SEP 08 2008
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		5. MINERAL LEASE NO: 14-20-H62-5500	6. SURFACE: INDIAN
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		8. UNIT or CA AGREEMENT NAME:	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	9. WELL NAME and NUMBER: IC TRIBAL 5-24-45
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 2104' FNL, 677' FWL 550705X 40.120154 4441053Y NAD 27 - 110.404959 40.120214 LAT 110.404986 LONG AT PROPOSED PRODUCING ZONE: SAME AS ABOVE		10. FIELD AND POOL, OR WILDCAT: WILDCAT Duchene 11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SW/NW SEC. 24, T.4S., R.5W. U.S.B.&M.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 4.9 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 677'	16. NUMBER OF ACRES IN LEASE: 640	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) N/A	19. PROPOSED DEPTH: 9489'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 6131' GR	22. APPROXIMATE DATE WORK WILL START: ASAP	23. ESTIMATED DURATION: Approx. 45 days	

24.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT	SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT
12 1/4	9 5/8 J-55 ST&C or LT&C 32.30#	1000'	TYPE III + ADDITIVES 360 SX 1.15 CF/SK 15.8 PPG
7 7/8	5 1/2 I-80 LT&C 15.8#		PREMIUM LITE II + ADDITIVES 145 SX 3.82 CF/SK 11.0 PPG
		TD	PREM LITE II HIGH STRENGTH + ADD 770 SX 1.69 CF/SK 13.0 PPG
			NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+20% EXCESS

25.

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- ☒ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER
- ☒ EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER

- ☒ COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE)
- ☐ FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER

NAME (PLEASE PRINT) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING SPECIALIST

SIGNATURE Shelley Crozier DATE 09/04/08

(This space for State use only)

API NUMBER ASSIGNED: 43013-34088

(11/2001)

Federal Approval of this
Action is Necessary

(See Instructions on Reverse Side)

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 09-16-08

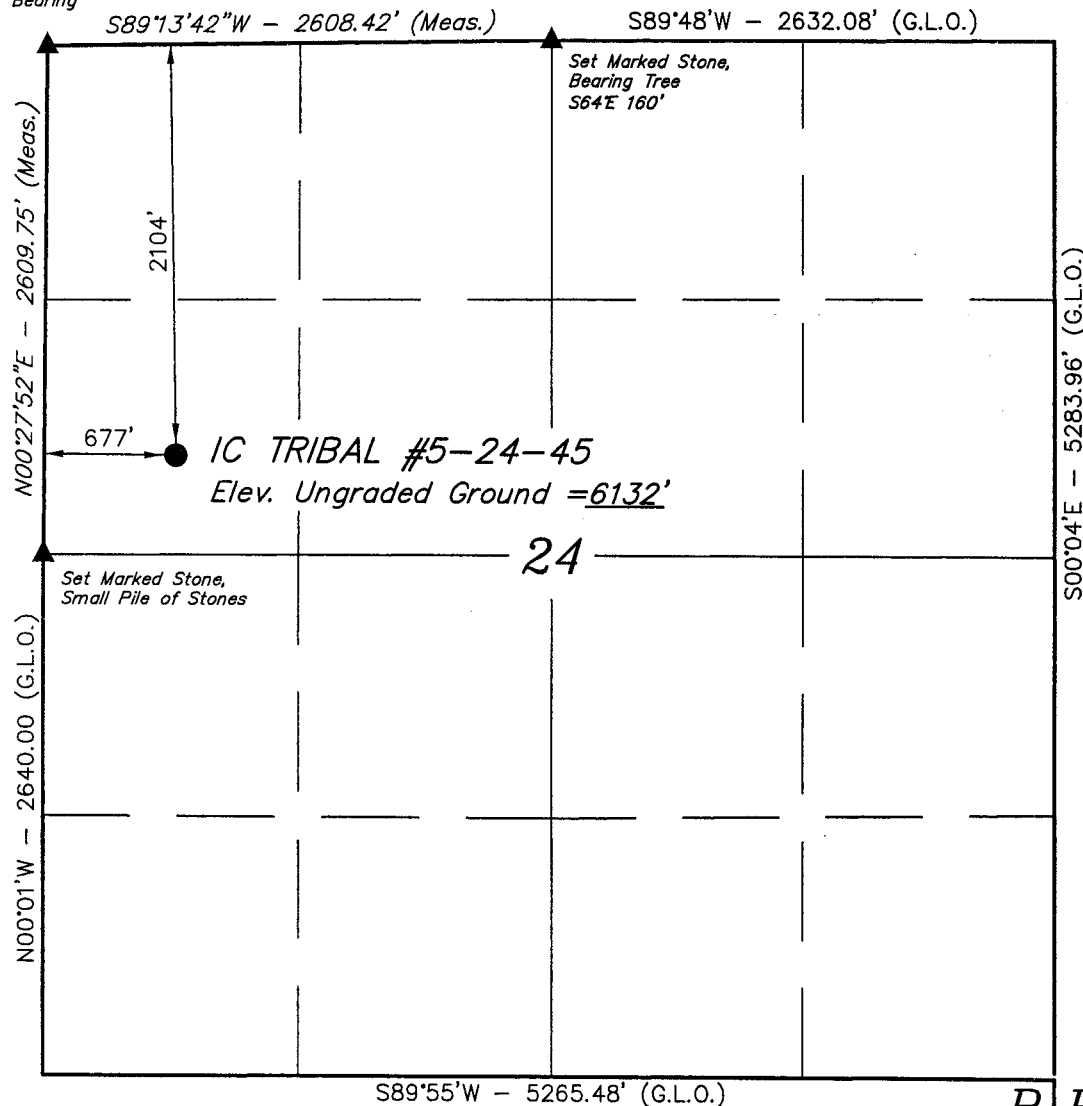
By: [Signature]

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DIV. OF OIL, GAS & MINING

T4S, R5W, U.S.B.&M.

Pile of Stones,
Spike, Bearing
Tree



LEGEND:

- └─ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

(NAD 83)
LATITUDE = 40°07'12.62" (40.120172)
LONGITUDE = 110°24'20.51" (110.405697)
(NAD 27)
LATITUDE = 40°07'12.77" (40.120214)
LONGITUDE = 110°24'17.95" (110.404986)

R5W
R4W

BERRY PETROLEUM COMPANY

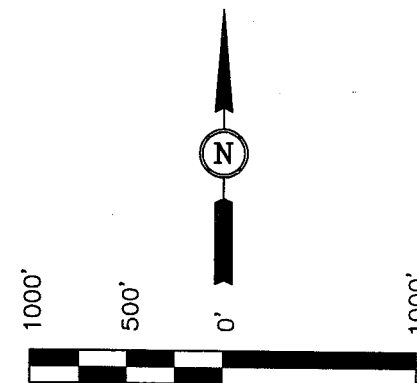
Well location, IC TRIBAL #5-24-45, located as shown in the SW 1/4 NW 1/4 of Section 24, T4S, R5W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

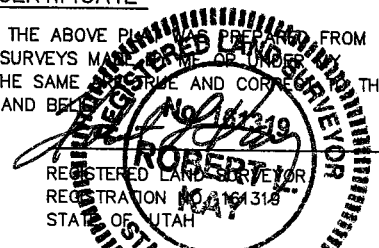
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 03-13-08	DATE DRAWN: 03-17-08
PARTY A.F. M.H. D.P.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE BERRY PETROLEUM COMPANY	

SELF-CERTIFICATION STATEMENT

The following self-certification statement is provided per federal requirements dated May 7, 2007.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

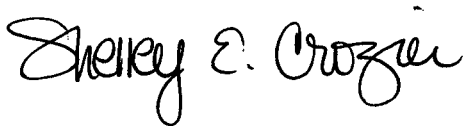
IC Tribal 5-24-45

SW 1/4, NW 1/4, 2104' FNL 677' FWL, Section 24, T. 4 S., R. 5 W., U.S.B.&M.

Lease BIA 14-20-H62-5500 (EDA)

Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.

A handwritten signature in black ink that reads "Shelley E. Crozier". The signature is written in a cursive, flowing style.

Shelley Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325
435-823-1808

BERRY PETROLEUM COMPANY

IC Tribal 5-24-45

Surface location SW 1/4, NW 1/4, 2104' FNL 677' FWL, Section 24, T. 4 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth</u>
Uinta	Surface
Green River FM	1,899'
Green River Upper	2,024'
Mahogany	2,795'
Tgr3 Marker	3,979'
Douglas Creek Mbr	4,831'
*Black Shale Mbr	5,596'
*Castle Peak Mbr	5,877'
Uteland Butte Ls. Mbr	6,228'
Wasatch	6,489'
TD	9,489'
Base of Moderately Saline Water (less than 10,000 ppm)	392'

*PROSPECTIVE PAY

3 Pressure Control Equipment : (Schematic Attached)

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a 3M system when the well is drilled to the base of the Wasatch formation, and individual components shall be operable as designed. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to a BLM representative upon request.

All required BOP tests and/or drills shall be recorded in the IADC report.

The anticipated bottom hole pressure will be less than 3,000 psi.

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1000'	No Pressure Control
1000' – 9489'	13-3/8" 3000# Ram Type BOP 13-3/8" 3000# Annular BOP

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	1000'	12 ¼"	9 -5/8"	J-55	ST&C	32.30#
Production	9489'	7-7/8"	5 ½"	I-80	LT&C	15.8#
Surface		Fill	<u>Type & Amount</u>			
<hr/>						
0'-1000'	1000'	Approximately 360 sx Class "G" (Type III) cement + additives or a similar slurry with a minimum weight of 15.8 ppg and approximate yield of 1.15 cf/sk, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)				
Production with lost circulation			<u>Type & Amount</u>			
<hr/>						
0'-9489'			SEE ATTACHED CEMENT PROCEDURES			
<u>Production without lost circulation</u>			<u>Type & Amount</u>			
<hr/>						
0'- 9489'			SEE ATTACHED CEMENT PROCEDURES			

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 20% excess.

5 Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0'-1000'	8.3-8.6	27-40	NC	Spud Mud or air
1000'-TD	8.6-8.9	27-40	NC	KCL Water

Berry Petroleum Company will use either or a Manual or Electronic Drilling Fluid Monitoring system on all well sites.

6 Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10' dry cut samples: Douglas Creek to TD. Preserve samples From all show intervals.
Surveys:	Every 500'
Mud Logger:	Yes
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

7 Abnormal Conditions

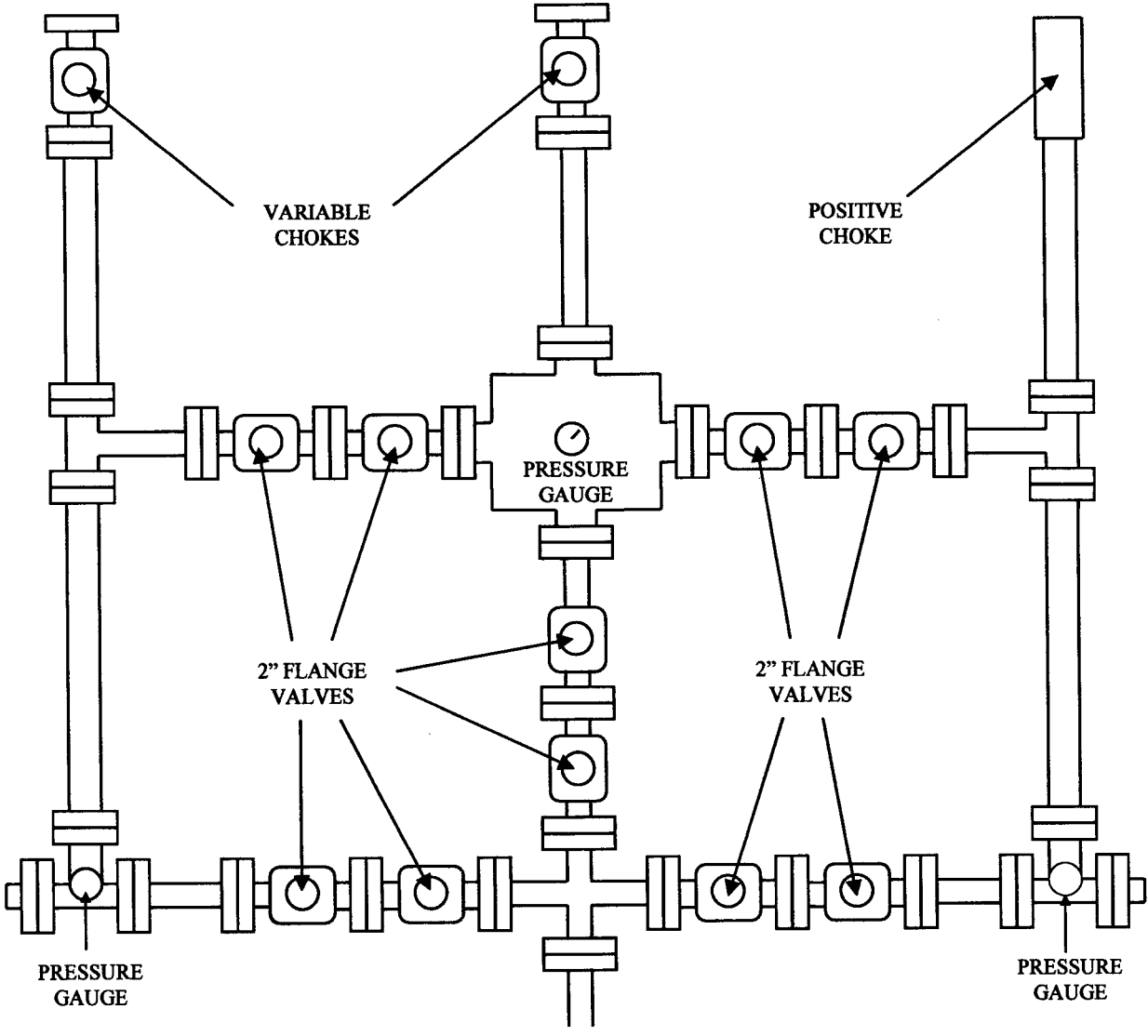
No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

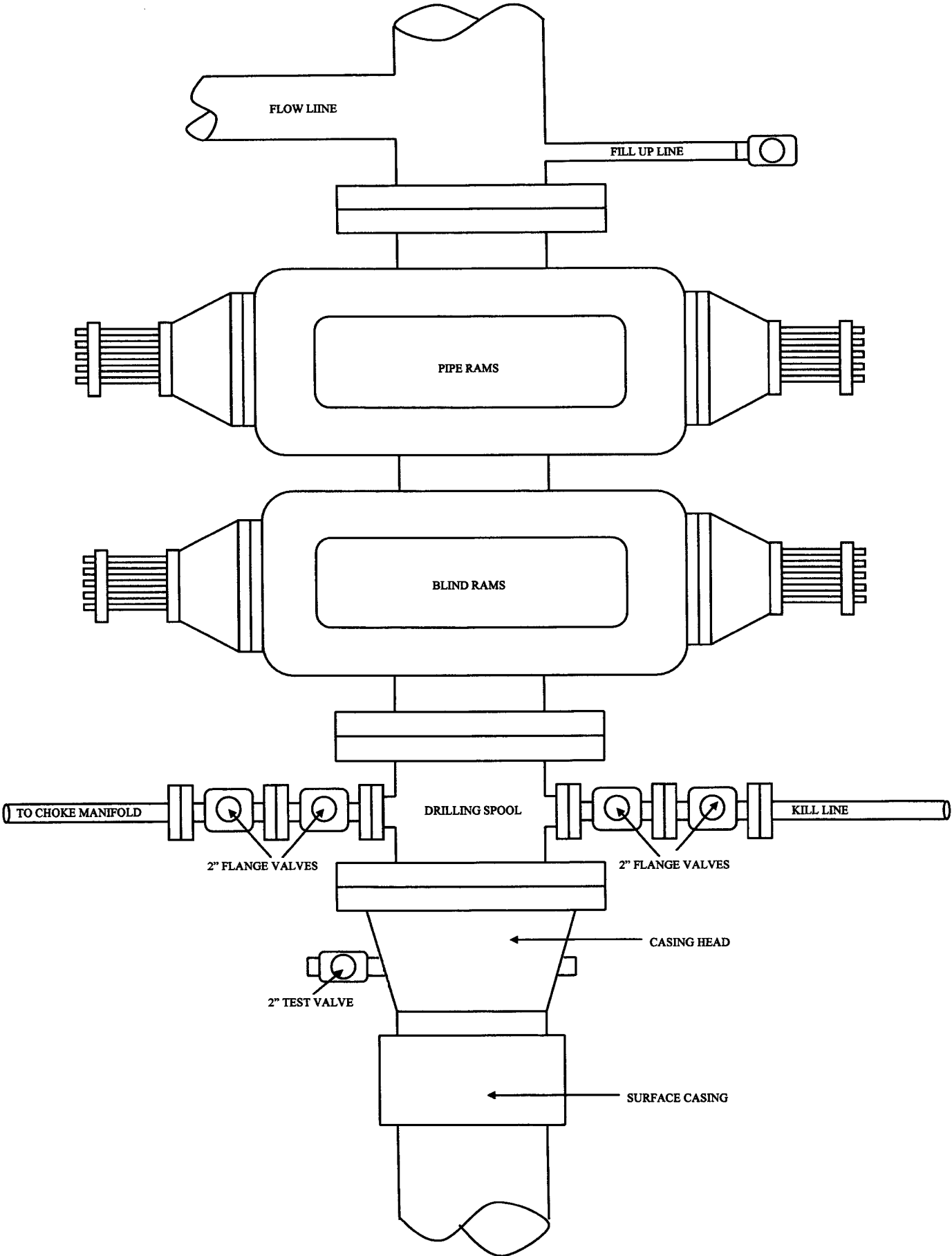
Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 15 days.
Completion Days:	Approximately 10 days.

**Choke Manifold Diagram
(3000 PSI)**



**Blowout Preventer Diagram
(3000 PSI)**



BERRY PETROLEUM COMPANY
IC Tribal 5-24-45
Surface location SW 1/4, NW 1/4, 2104' FNL 677' FWL, Section 24, T. 4 S., R. 5 W., U.S.B.&M.
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, IC Tribal 5-24-45 location, in Section 24-T4S-R5W:

Start in Duchesne, Utah. Proceed South on US Highway 33 (Indian Canyon) and proceed 2.4 miles. Turn east and proceed 1.8 miles, then turn south and proceed 0.7 miles to the IC Tribal 5-24-45 access road. Turn west and proceed 40' +/- feet to the IC Tribal 5-24-45 location.

The existing oilfield service road may need some surface material to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operation. If repairs are made the operator will secure material from private sources.

Please see the attached map for additional details.

2 Planned Access Road

See Topographic Map "B" for the location of the proposed access road.

Turn-out areas will not be constructed unless they were deemed necessary for safety reasons.

3 Location of Existing Wells

See Topographic Map "C" for the location of existing wells within a 1mile radius.

4 Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, and hold 150% of the capacity of the largest tank. The use of topsoil for the construction of dikes will not be allowed. A Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route is attached.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Douglas E. & Yordis Nielsen source well located in Sec. 12, T5S, R6W, permit # 43-1628, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W, Steve Benton Pond, Sec. 17&18-T4S-R6W, permit # 43-2505.

6 Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform with 43 CFR 3610.2-3.

7 Methods of Handling Waste Materials

Drill cuttings will be contained in a closed loop system or a reserve pit and buried in the reserve pit or spread on location.

Drilling fluids, including salts and chemicals, will be contained in a closed loop system or a reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility. For wells completed from October 1 through April 30, any hydrocarbons in the pit shall be removed from May 1 to September 30 in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Officer.

Drain tanks will be installed with a 3" sand or dirt pad underneath a 20 millimeter thick liner which will extend 12" over the top edges of the pit. There will be room around the outside walls of the tank for visual inspection. There will be an escape route for animals from the bottom of the pit to ground level.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites: R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell; MC & MC Disposal Sec. 12, T6S, R19E, Vernal; LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint or Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt, and M & R Pit, Sec. 3-T5S-R3W, used in the operations of the field or, unless prohibited by the Authorized Officer, disposed of to the approved pit for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig.

Any open pits will be fenced during the operations. The fencing will be maintained until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

8 Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

9 Wellsite Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s).

10 Plans for Restoration of the Surface

The dirt contractor will be provided with approved copies of the Surface Use Plan and these Standard Operating Procedures prior to construction activities.

Upon well completion, within 30 days the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be folded and torn after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road, will be scarified and left with a rough surface.

The Authorized Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of

0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11 Surface Ownership

Ute Indian Tribe

12 Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted only to approved travel routes.

A class III archaeological survey will be conducted on all lands, unless landowner waives rights for archaeological survey. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Within five working days, the Authorized Agency Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13 Operator's Representative and Certification

A) Representative

NAME: Shelley E. Crozier
Regulatory & Permitting Specialist

ADDRESS: Berry Petroleum Company
4000 South 4028 West
Rt. 2 Box 7735
Roosevelt, UT 84066

PHONE: 435-722-1325 or 435-823-1808

E-MAIL: sec@bry.com

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders and any applicable Notice to Lessees.

The operator will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" and the Standard Operating Procedures will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

The drilling permit will be valid for a period of two years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

September 4, 2008
DATE

Shelley E. Crozier
Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company

APPLICATION FOR GRANT OF CORRIDOR RIGHT-OF-WAY

BERRY PETROLEUM COMPANY, having a resident or principal place of business at **Route 2 Box 7735, Roosevelt, Utah, 84066**, hereby files an application with the Bureau of Indian Affairs, pursuant to the terms and provisions of the Act of February 5, 1948 (62 Stat. 17; 25 U.S.C. 323), and to the regulations of the Department of the Interior contained in Title 25, Code of Federal Regulations, Part 169, for the grant of a Right-of-Way for the following purposes and reasons:

To construct a Corridor Right-of-Way for the IC Tribal #5-24-45

Across the following described Indian Lands. SW 1/4 NW 1/4, W 1/2 SW 1/4 OF SECTION 24, THE E 1/2 SE 1/4 OF SECTION 23, THE E 1/2 NE 1/4 OF SECTION 26 AND THE SW 1/4 NW 1/4 & NW 1/4 SW 1/4 OF SECTION 25, T4S, R5W, U.S.B.&M.

4" to 6" SDR-11 POLY PIPELINE

Pipeline R-O-W = 5.572 Ac.

Total Acreage = 5.572 Acres

Said Right-of-Way to be approximately 8,090.21 feet in length, 30 feet in width, and 5.572 Acres, and more particularly described and shown on the map of definite location to be attached and made a part hereof.

The applicant understands and hereby expressly agrees to the following stipulations:

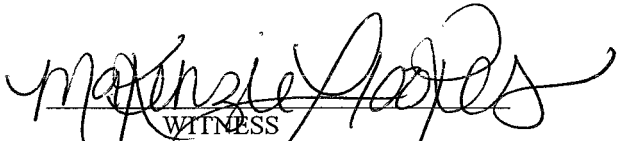
- (a) To construct and maintain the Right-of-Way in a workmanlike manner.
- (b) To pay promptly all damages and compensation, in addition to the deposit made pursuant to 169.4 determined by the Secretary to be due the landowners and authorized users and occupants of the land on account of the survey, granting, construction and maintenance of the Right-of-Way.
- (c) To indemnify the landowners and authorized users and occupants against any liability for loss of life, personal injury and property damage arising from the construction, maintenance, occupancy or use of the lands by the applicant, his employees, contractors and their employees or subcontractors and their employees.
- (d) To restore the lands as nearly as may be possible to their original condition upon the completion of the construction to the extent compatible with the purpose for which the Right-of-Way was granted.
- (e) To clear and keep clear the lands within the Right-of-Way to the extent compatible with the purpose of the Right-of-Way; and to dispose of all vegetative and other material cut, uprooted, or otherwise accumulated during the construction and maintenance of the project.
- (f) To take soil and resource conservation and protection measures, including weed control, on the land covered by the Right-of-Way.
- (g) To do everything reasonable within its power to prevent and suppress fires on or

near the lands to be occupied under the Right-of-Way.

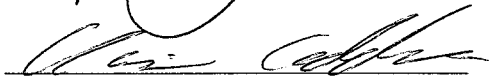
- (h) To build and repair such roads, fences, and trails as may be destroyed or injured by construction work and to build and maintain necessary and suitable crossings for all roads and trails that intersect the works constructed, maintained, or operated under the Right-of-Way.
- (I) That upon revocation or termination of the Right-of-Way, the applicant shall, so far as is reasonably possible, restore the land to its original condition.
- (j) To at all times keep the Secretary informed of its address, and in case of corporations of the address of its principal officers.
- (k) That the applicant will not interfere with the use of the lands by or under the authority of the landowners for any purpose not inconsistent with the primary purpose for which the Right-of-Way is granted.

IN WITNESS THEREOF, BERRY PETROLEUM COMPANY. has caused this instrument to

be executed this 30 day of May, 2008.



WITNESS



WITNESS

BERRY PETROLEUM COMPANY
APPLICANT



Ed Courtright/Production Supervisor

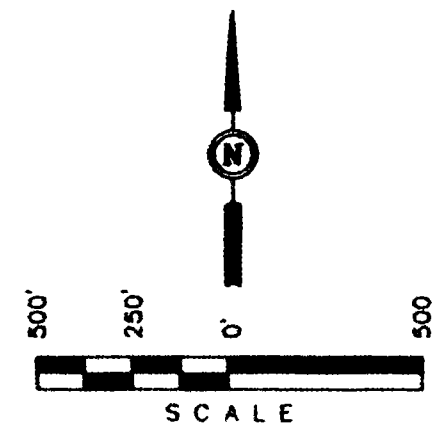
Route 2 Box 7735
Roosevelt, Utah 84066
Phone:(435)722-1325

SUPPORTING DOCUMENTS:

- () Written consent of the landowners.
- () Evidence of good faith and financial responsibility.
- (x) \$0 as per the terms of the Exploration and Development Agreement (14-20-H62-5500)
- () State certified copy of corporate charter or articles of corporation.
- () Certified copy of resolution or bylaws of the corporation authorizing the filing of the stipulation
- () State certification that the applicant is authorized to do business in the State where the land is located.
- () Certified copy of the articles of partnership or association.
- (x) Map of definite location.
- () Other:

BERRY PETROLEUM COMPANY
PIPELINE RIGHT-OF-WAY
ON UTE TRIBAL LANDS
(For IC TRIBAL #5-24-45)
LOCATED IN
SECTIONS 23, 24, 25 & 26, T4S,
R5W, U.S.B.&M., DUCHESNE
COUNTY, UTAH

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	8,090.21	5.572	480.32



BASIS OF BEARINGS
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

▲ = SECTION CORNERS LOCATED.

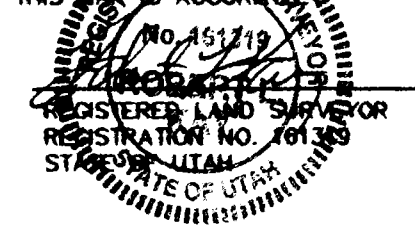
TOTAL PIPELINE RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 8,090.21' OR 1.532 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 5.572 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF UTAH } SS

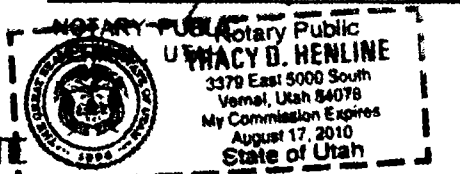
ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR BERRY PETROLEUM COMPANY, THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION); THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE PIPELINE RIGHT-OF-WAY, AND THAT HE HAS SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES, AND THAT SAID RIGHT-OF-WAY, 1.532 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP, IS ACCURATELY REPRESENTED.



ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 7 DAY OF May 2008.

MY COMMISSION EXPIRES Aug 17, 2010



APPLICANT'S CERTIFICATE

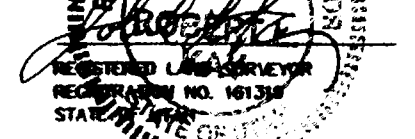
I, ED COURTHRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS PIPELINE RIGHT-OF-WAY, 1.532 MILES IN LENGTH BEGINNING AT STA. 0+00 AND ENDING AT STA. 80+90.21, THAT SAID PIPELINE RIGHT-OF-WAY IS ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

Ed Courtright
APPLICANT

PRODUCTION SUPERVISOR
TITLE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE MAP WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ROBERT L. KAY, REGISTERED LAND SURVEYOR, NO. 45179, STATE OF UTAH, AND CORRECTED TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE 1" = 500'	DATE 05-05-08
PARTY A.F. M.H. D.P.	REFERENCES G.L.O. PLAT
MEASUR COOL	FILE 3 2 3 3 7

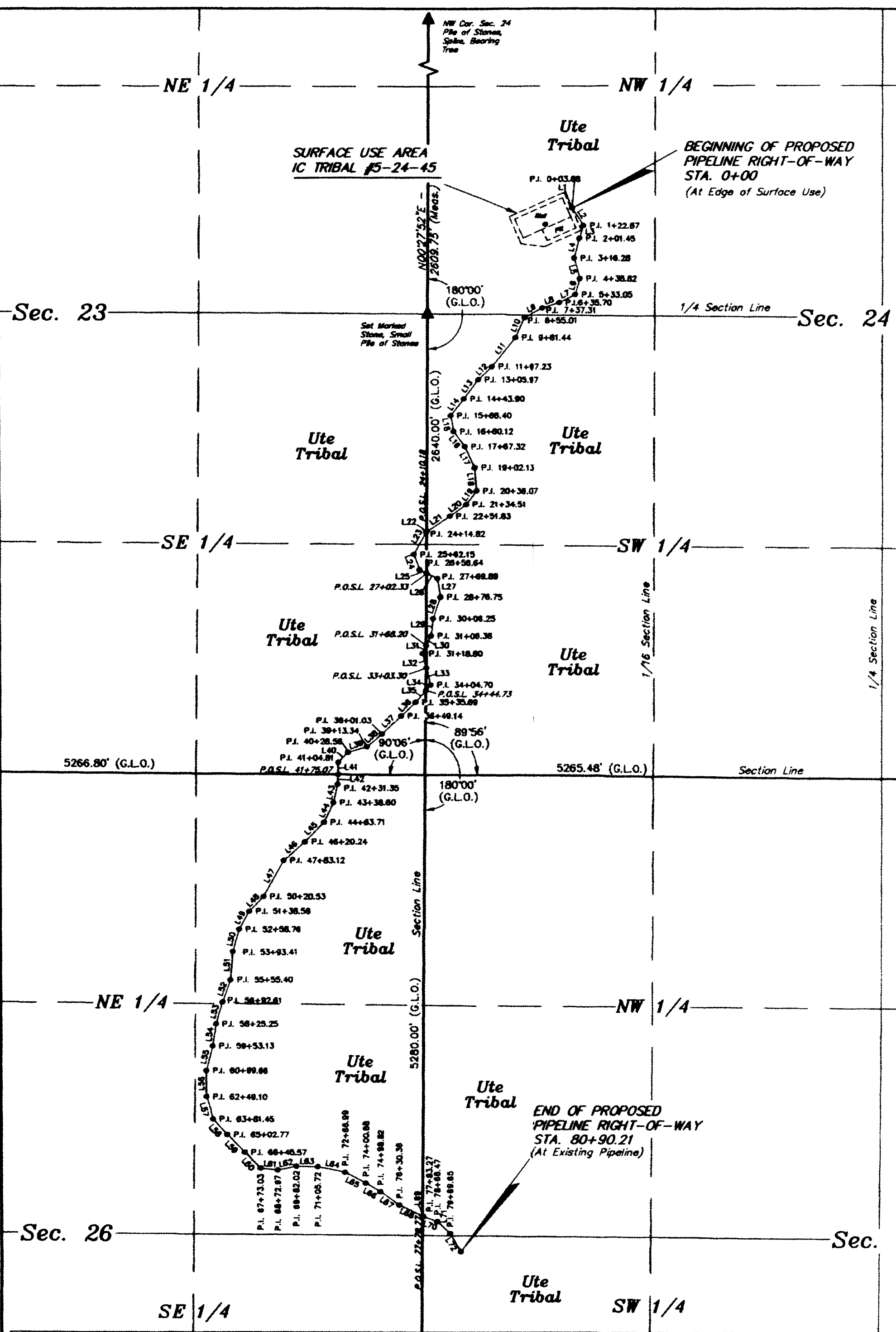
PIPELINE RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 24, T4S, R5W, U.S.B.&M. WHICH BEARS N53°58'07"E 1,029.31' FROM THE WEST 1/4 CORNER OF SAID SECTION 24; THENCE N51°41'09"E 3.88'; THENCE S32°50'36"E 118.99'; THENCE S17°57'59"W 78.58'; THENCE S14°22'07"W 114.83'; THENCE S14°48'38"E 122.54'; THENCE S15°43'47"W 94.23'; THENCE S63°19'13"W 102.65'; THENCE S72°50'22"W 101.61'; THENCE S62°26'34"W 117.70'; THENCE S25°02'41"W 126.43'; THENCE S39°21'34"W 215.79'; THENCE S46°42'16"W 108.74'; THENCE S37°26'57"W 137.93'; THENCE S38°24'58"W 122.50'; THENCE S09°19'24"E 93.72'; THENCE S36°46'30"E 107.20'; THENCE S25°31'44"E 134.81'; THENCE S04°12'16"E 133.94'; THENCE S37°57'56"W 98.44'; THENCE S54°13'05"W 117.32'; THENCE S56°28'15"W 158.35' MORE OR LESS TO A POINT ON THE WEST LINE OF THE NW 1/4 SW 1/4 OF SAID SECTION 24, WHICH BEARS S00°27'52"W 1246.52' FROM THE WEST 1/4 CORNER OF SAID SECTION 24; THENCE S56°28'15"W 4.64'; THENCE S29°03'52"W 147.33'; THENCE S20°03'24"E 94.49'; THENCE S64°04'56"E 45.69' MORE OR LESS TO A POINT ON THE EAST LINE OF THE SE 1/4 SE 1/4 OF SECTION 23, T4S, R5W, U.S.B.&M. WHICH BEARS S00°27'52"W 1486.60' FROM THE EAST 1/4 CORNER OF SAID SECTION 23; THENCE S64°04'56"E 67.56'; THENCE S09°37'35"E 106.86'; THENCE S19°03'10"W 129.50'; THENCE S07°14'46"W 100.13'; THENCE S25°58'02"W 61.82' MORE OR LESS TO A POINT ON THE WEST LINE OF THE SW 1/4 SW 1/4 OF SAID SECTION 24, WHICH BEARS S00°27'52"W 2154.41' FROM THE WEST 1/4 CORNER OF SAID SECTION 24; THENCE S41°14'24"W 90.96'; THENCE S46°33'45"W 113.45'; THENCE S46°19'32"W 151.89'; THENCE S49°25'10"W 112.31'; THENCE S73°28'17"W 113.22'; THENCE S44°41'42"W 78.25'; THENCE S02°25'07"W 70.26' MORE OR LESS TO A POINT ON THE SOUTH LINE OF THE SE 1/4 SE 1/4 OF SAID SECTION 23, WHICH BEARS S11°11'17"W 2687.81' FROM THE EAST 1/4 CORNER OF SAID SECTION 23; THENCE S02°25'07"W 56.28'; THENCE S13°07'32"W 107.25'; THENCE S25°55'14"W 125.11'; THENCE S44°29'23"W 156.53'; THENCE S49°10'05"W 162.88'; THENCE S29°35'38"W 237.41'; THENCE S43°56'28"W 118.05'; THENCE S29°39'05"W 120.18'; THENCE S16°06'54"W 134.65'; THENCE S04°20'24"W 161.99'; THENCE S20°15'03"W 137.21'; THENCE S16°32'53"W 132.64'; THENCE S08°40'27"W 127.88'; THENCE S14°52'33"W 146.53'; THENCE S00°02'01"W 149.44'; THENCE S17°19'49"E 132.35'; THENCE S42°22'32"E 121.32'; THENCE S44°33'15"E 142.80'; THENCE S45°12'22"E 127.46'; THENCE S84°06'22"E 99.94'; THENCE N78°28'46"E 109.05'; THENCE S88°54'26"E 123.70'; THENCE S78°36'00"E 161.27'; THENCE S62°55'41"E 133.89'; THENCE S58°52'33"E 97.94'; THENCE S54°17'36"E 131.54'; THENCE S65°12'51"E 148.41'; THENCE S65°12'51"E 4.50' MORE OR LESS TO A POINT ON THE EAST LINE OF THE SE 1/4 NE 1/4 OF SECTION 26, T4S, R5W, U.S.B.&M. WHICH BEARS S00°27'52"W 5169.18' FROM THE WEST 1/4 CORNER OF SAID SECTION 24; THENCE S70°11'52"E 85.20'; THENCE S47°05'00"E 101.18'; THENCE S31°03'35"E 120.56' TO A POINT IN THE NW 1/4 SW 1/4 OF SECTION 25, T4S, R5W, U.S.B.&M. WHICH BEARS S01°54'17"E 5374.90' FROM THE WEST 1/4 CORNER OF SAID SECTION 24; THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 5.572 ACRES MORE OR LESS.

NOTE:

BEGINNING STA. 0+00 BEARS N53°58'07"W 1,029.31' FROM THE WEST 1/4 CORNER OF SAID SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 24+10.18 BEARS S00°27'52"W 1246.52' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 27+02.33 BEARS S00°27'52"W 1486.60' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 31+68.20 BEARS S00°27'52"W 1898.81' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 33+03.30 BEARS S00°27'52"W 2026.13' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 34+44.73 BEARS S00°27'52"W 2154.41' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 41+75.07 BEARS S11°11'17"W 2687.81' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
P.O.S.L. 77+78.77 BEARS S00°27'52"W 5169.18' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.
END STA. 80+90.21 BEARS S01°54'17"E 5374.90' FROM THE WEST 1/4 CORNER OF SECTION 24, T4S, R5W, U.S.B.&M.



LINE TABLE																							
LINE	BEARING	LENGTH	LINE	BEARING	LENGTH	LINE	BEARING	LENGTH	LINE	BEARING	LENGTH	LINE	BEARING	LENGTH	LINE	BEARING	LENGTH	LINE	BEARING	LENGTH			
L1	N51°41'09"E	3.88'	L11	S39°21'34"W	215.79'	L21	S56°28'15"W	158.35'	L31	S25°58'02"W	50.60'	L41	S02°25'07"W	70.26'	L51	S04°20'24"W	161.99'	L61	S84°06'22"E	99.94'	L71	S47°05'00"E	101.18'
L2	S32°50'36"E	118.99'	L12	S46°42'16"W	108.74'	L22	S56°28'15"W	4.64'	L32	S14°28'40"E	84.50'	L42	S02°25'07"W	56.28'	L52	S20°15'03"W	137.21'	L62	N78°28'46"E	109.05'	L72	S31°03'35"E	120.56'
L3	S17°57'59"W	78.58'	L13	S37°26'57"W	137.93'	L23	S29°03'52"W	147.33'	L33	S14°28'40"E	101.40'	L43	S13°07'32"W	107.25'	L53	S16°32'53"W	132.64'	L63	S88°54'26"E	123.70'			
L4	S14°22'07"W	114.83'	L14	S38°24'58"W	122.50'	L24	S20°03'24"E	94.49'	L34	S41°14'24"W	40.03'	L44	S25°55'14"W	125.11'	L54	S08°40'27"W	127.88'	L64	S78°36'00"E	161.27'			
L5	S14°48'38"E	122.54'	L15	S09°19'24"E	93.72'	L25	S64°04'56"E	45.69'	L35	S41°14'24"W	90.96'	L45	S44°29'23"W	156.53'	L55	S14°52'33"W	146.53'	L65	S62°55'41"E	133.89'			
L6	S15°43'47"W	94.23'	L16	S36°46'30"E	107.20'	L26	S64°04'56"E	67.56'	L36	S46°33'45"W	113.45'	L46	S49°10'05"W	162.88'	L56	S00°02'01"W	149.44'	L66	S58°52'33"E	97.94'			
L7	S63°19'13"W	102.65'	L17	S25°31'44"E	134.81'	L27	S09°37'35"E	106.86'	L37	S46°19'32"W	151.89'	L47	S29°35'38"W	237.41'	L57	S17°19'49"E	132.35'	L67	S54°17'36"E	131.54'			
L8	S72°50'22"W	101.61'	L18	S04°12'16"E	133.94'	L28	S19°03'10"W	129.50'	L38	S49°25'10"W	112.31'	L48	S43°56'28"W	118.05'	L58	S42°22'32"E	121.32'	L68	S65°12'51"E	148.41'			
L9	S62°26'34"W	117.70'	L19	S37°57'56"W	98.44'	L29	S07°14'46"W	100.13'	L39	S73°28'17"W	113.22'	L49	S29°39'05"W	120.18'	L59	S44°33'15"E	142.80'	L69	S65°12'51"E	4.50'			
L10	S25°02'41"W	126.43'	L20	S54°13'05"W	117.32'	L30	S25°58'02"W	61.82'	L40	S44°41'42"W	78.25'	L50	S16°06'54"W	134.65'	L60	S45°12'22"E	127.46'	L70	S70°11'52"E	85.20'			

Berry Petroleum

5 ½ Production String

T.D.	9500 ft
Hole size	7 7/8
Casing size	5 ½
Casing weight	17.00
Tail Cement	3500 ft to 9500 ft
Tail cement excess	25%
Lead cement	3500 to 1000 ft
Lead cement excess	25%

Hi Fill Lead cement	145 sks	11.0#/Gal	3.82 cuft/sk	11.0 Gal/sk
----------------------------	----------------	------------------	---------------------	--------------------

Premium Cement	100%(BWOC)
Gel	16% (BWOC)
Gilsonite	10#/sk
Gr-3	3#/sk
Salt	3% (BWOC)
Flocele	¼#/sk

50/50 Poz Tail	1035sks	14.2#/Gal	1.26 cuft/sk	5.75 Gal/sk
-----------------------	----------------	------------------	---------------------	--------------------

Premium G Cement	50% (BWOC)
Poz	50% (BWOP)
Gel	2% (BWOC)
Salt	10%(BWOW)

CFL 115	.4% (BWOC)
CFL 175	.3% (BWOC)
Flocele	¼#/sk

Float Equipment

Guide shoe	1 ea
Float collar	1 ea
Clamp	1 ea
Centralizers	15 ea
Top plug	1 ea
Thread lock	2 ea

Berry Petroleum

5 ½ Production

T.D.	9500 ft
Hole size	7 7/8 in
Casing size	5 ½ in
Casing weight	17.00#
Tail Cement	9500 – 3500 ft
Tail excess	25%
Lead cement	3500 ft to surface

Hi Fill Cement Lead	145 sks	11,0# /gal	3,82 Cuft/sk	23.0 Gal/sk
----------------------------	----------------	-------------------	---------------------	--------------------

Premium Cement	100 %(BWOC)
Gel	16% (BWOC)
Gilsonite	10# /sk
GR – 3	3# /sk
Salt	3 % (BWOC)
Flocele	¼ # /sk

Premium Lite Tail Cement	770 sks	13.0#/sk	1.69 Cuft/sk	8.8 Gal/sk
---------------------------------	----------------	-----------------	---------------------	-------------------

Premium G cement	65% (BWOC)
Poz	35% (BWOP)
Gel	6% (BWOC)
Salt	10% (BWOW)
CFL 115	.2% (BWOC)

CFL175

.2% (BWOC)

Float Equipment	5 ½ in
------------------------	---------------

Float Shoe	1 ea
------------	------

Float Collar	1 ea
--------------	------

Clamp	1 ea
-------	------

Centralizers	15 ea
--------------	-------

Top Plug	1 ea
----------	------

Thread lock	2 ea
-------------	------

July 15, 2008

Dear Mr. Pargeets,

This letter presents the results of a geologic map review and paleontological locality search for Berry Petroleum proposed well IC-5-24-45, located in Township 4S, Range 5W, Section 24, southwest quarter of the northwest quarter. This review was requested by Jeff Crozier of Berry Petroleum.

The proposed well is located on the Green River Formation, sandstone-limestone facies (Bryant et al 1992). The Potential Fossil Yield Classification (PFYC) for this geologic unit is Class 3, moderate, infrequent or unknown paleontological sensitivity. Under Bureau of Land Management (BLM) paleontology resource policy, Class 3 units may require further assessment.

No known localities are located within a mile of the proposed well, based on a search of the paleontological database maintained by the Utah Geological Survey and BLM Utah State Office. There is only one known locality in the entire township and range, indicating a low potential for surface paleontological resources.

Based on the results of this geologic map review and paleontological locality search, I recommend paleontological clearance for proposed well IC-5-24-45. If you have any questions, please do not hesitate to contact me.

Sincerely,

Margaret Imhof

SWCA Paleontologist
2028 West 500 North
Vernal, UT 84078
435-789-9388



Berry Petroleum Company,
Lake Canyon Tribal (LCT) #5-24-45 well:
A Cultural Resource Inventory for a well pad,
its access and pipeline,
Duchesne County, Utah

By
James A. Truesdale

James A. Truesdale
Principle Investigator

Prepared For
Berry Petroleum Co.
4000 South 4028 West
Roosevelt, Utah
84066

Prepared By
AN INDEPENDENT ARCHAEOLOGIST
P.O.Box 153
Laramie, Wyoming
82073

Utah Project # U-07-AY-1397(i)

December 6, 2007

Table of Contents

Table of Contents	i
List of Figures	ii
Introduction	1
File Search	1
Environment	3
Lake Canyon Tribal (LCT) #5-24-45	3
Field Methods	6
Results	7
Recommendations	8
References Cited	9

List of Figures

- Figure 1. Location of the Berry Petroleum Co.'s proposed Lake Canyon (LC) Tribal #5-24-45 well, its access and pipeline on 7.5'/1964 USGS quadrangle map Duchesne SW, Duchesne County, Utah. - - - - - 2
- Figure 2. View to north at the proposed Lake Canyon Tribal #5-24-45 well centerstake and well pad area. - - - - - 4
- Figure 3. Overhead view of colluvial sediments that are on and surround the proposed Lake Canyon Tribal #5-24-45 well pad. - - - - - 5

Introduction

An Independent Archaeologist (AIA) was contacted by a representative of Berry Petroleum Co., to conduct a cultural resources investigation of the proposed Lake Canyon Tribal (LCT) #5-24-45 well, its access and pipeline. The location of the project area is in the center of Section 24, T4S, R5W, Duchesne County, Utah (Figure 1).

The proposed LCT #5-24-45 well's centerstake (Alternate #1) footage is 2104' FNL and 677' FWL. The Universal Transverse Mercator (UTM) centroid coordinate for the proposed Lake Canyon Tribal #5-24-45 well centerstake in the Uintah Special Meridian, Zone 12, North American Datum (NAD) 83 is 05/50/711.88mE 44/41/088.65mN +5m.

The proposed access is an existing oil and gas service road that is adjacent immediately east of the well pad. The LCT #5-24-45 well's proposed pipeline parallels the west side of the existing road and trends 1300 feet (396.3 m) to a existing well pad and it associated pipeline.

The land surface and minerals in Section 24 of Township 4 South Range 6 West is administered by the Bureau of Indian Affairs, Phoenix Area Office, Uintah-Ouray Agency and the Uintah-Ouray Ute Tribe, Fort Duchesne, Utah. A total of 12.98 acres (10 block, 2.98 linear) were surveyed. Fieldwork was authorized through an access permit issued by the Energy and Minerals Resource Division of the Uintah-Ouray Ute tribe. The fieldwork was conducted on November 11, 2007 by AIA archaeologist James Truesdale and accompanied by Lorenzo Black (technician, Energy and Minerals Department, Uintah-Ouray Ute Tribe). All the field notes and maps are located in the AIA office in Laramie, Wyoming.

File Search

A GIS files search was conducted at the Utah Division of State History (UDSH), Antiquities Section, Records Division on November 10 of 2007. In addition, AIA's USGS quadrangle Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps were updated from UDSH Records division Buck Knoll, Duchesne SW, Duchesne SE, Anthro Mountain and Anthro Mountain NE base maps in November of 2003 and again on February 2, 2004. The UDSH SHPO GIS file search reported that no previous projects had been conducted in the general area (Section 24, T4S R5W). In addition, no cultural resources (sites and/or isolates) have been recorded in the general area (Section 24, T4S R5W). Review of AIA records and base maps concur that one previous project has been conducted in the immediate project area.

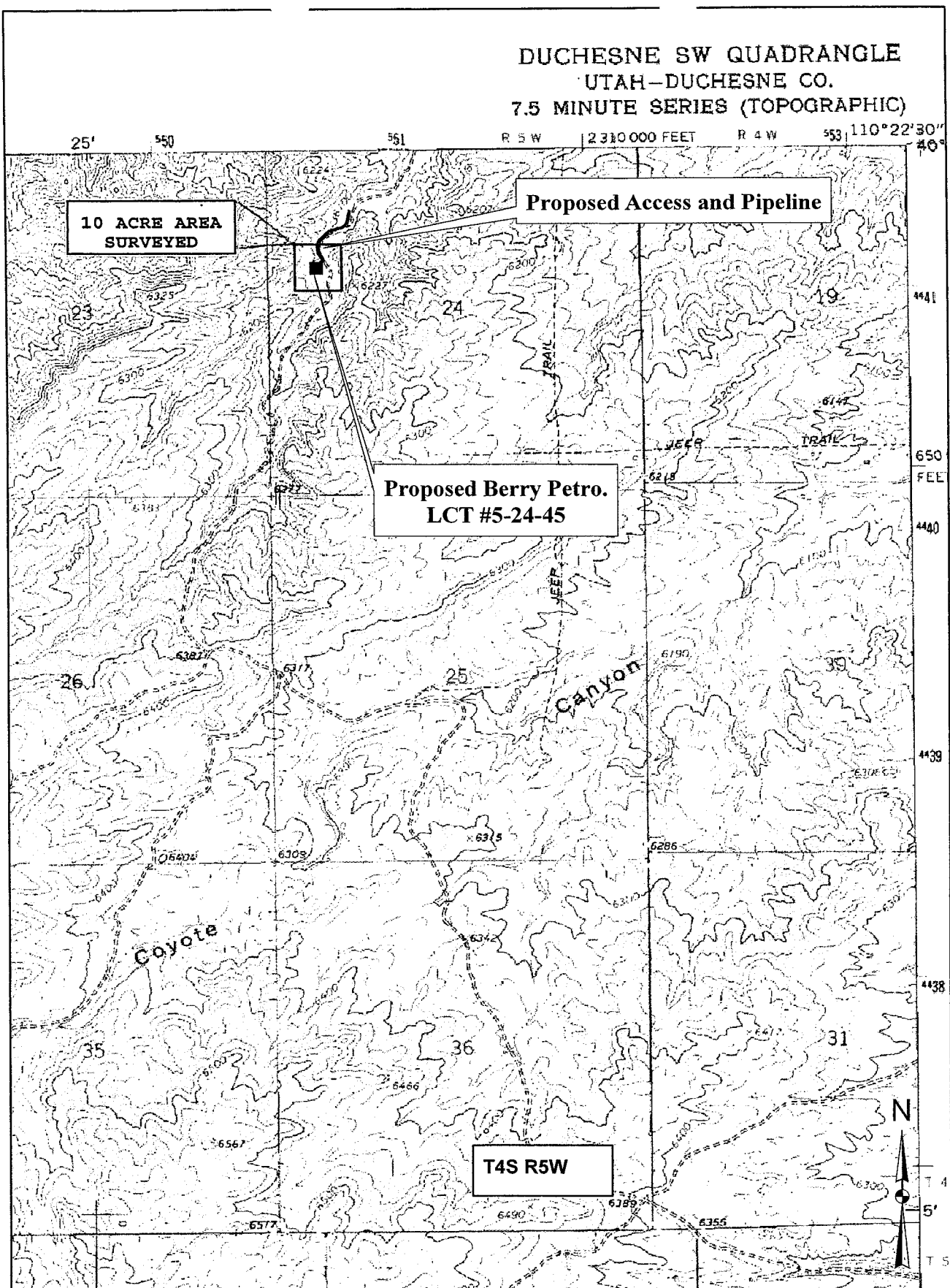


Figure 1. Location of Berry Petro. Co.'s proposed Lake Canyon Tribal #5-24-45 well its access and pipeline on 7.5' USGS Quadrangle map Duchesne SW, Duchesne County, Utah.

Environment

Physiographically, the project is located in the Uinta Basin, approximately 8 miles southwest of Duchesne, Utah. The Uinta Basin is structurally the lowest part of the Colorado Plateau geographical province (Thornbury 1965:425). The Uinta Basin is a large, relatively flat, bowl shaped, east-west asymmetrical syncline near the base of the Uinta Mountains (Stokes 1986:231). The topography is characteristic of sloping surfaces which incline northward and are mainly dip slopes on the harder layers of Green River and Uinta Formations. The terrain is characterized as having steep ridges and/or buttes of Uintah Formation sandstones and clays dissected by seasonal drainages and washes with wide flat alluvial plains. The basin contains a thick section of more than 9000 feet (2743.9 m) of early Tertiary rocks (Childs 1950). These rocks are mainly Paleocene and Eocene in age and consist of sandstone, clay and shale lacustrine, fluvial, and deltaic continental deposits, most famous of which are the lacustrine Green River Beds.

The project area is located amongst several upland ridges which are situated west of Cottonwood Ridge and east of Indian Canyon. Portions of the desert hardpan and bedrock in the project area are covered with aeolian sand that may reach a depth of over 50 to 100 centimeters in areas. Indian Canyon trend 8 miles north to the Strawberry River.

Vegetation in the project area is characteristic of a Pinon/Juniper community. Species observed in the project area include; Pinyon pine (Pinus Edulis), juniper (Juniperus Osteosperma), curl-leaf mountain mahogany (Cercocarpus ledifolius), shadscale (Atriplex confertifolia), sand sage, (Artemesia filifolia), saltbush (Atriplex nuttallii), rabbitbrush (Chrysothamnus viscidiflorus), winterfat (Eurotia lanata), greasewood (Sarcobatus baileyi), Indian ricegrass (Oryzopsis hymenoides), desert needlegrass (Stipa speciosa), wild buckwheat (Eriogonum ovalifolium), silky lupine (Lupinus sericeus), desert globemallow (Bromus tectorum), sky rocket (Gilia aggregata), Tansy leaved evening primrose (Oenothera tanacetifolia), Rydberg's Penstemon (Penstemon rydbergi), Stemless Hymenoxys (Hymenoxys acaulis), Sego Lily (Calochortus nuttallii), peppergrass (Lepidium perfoliatum), Russian thistle (Salsola kali), Simpson's Hedgehog cactus (Pediocactus simpsonii) and prickly pear cactus (Opuntia spp.).

Lake Canyon Tribal (LCT) #5-24-45

The Berry Petroleum Co.'s proposed Lake Canyon Tribal (LCT) #M-19-46 well is situated in a small open sagebrush and greasewood covered area at the mouth of a southwest to northeast trending ephemeral drainage (Figure 2). Small narrow southwest to

northeast trending ridges can be found on either side of the drainage. The vegetation is dominated by a Pinyon/juniper forest with an understory of mountain mahogany, big sagebrush, budsage, buckwheat, yucca, prickly pear cactus and bunchgrasses (wheatgrass, Indian rice grass). A low sagebrush community consisting of sagebrush, saltbush, rabbitbrush, bunchgrasses and prickly pear cactus can be found in the open areas along the roads in the broad open flats on top of the ridges. Sediments surrounding the well pad are colluvial in nature. These colluvial deposits consist of shallow (<20 to 50 cm), poorly sorted, loosely compacted, tan to light brown sandy clay loam mixed with small sized flat angular pieces of sandstone, clay and shale (Figure 3). The elevation is 6125.4 feet (1867.5 meters) AMSL.

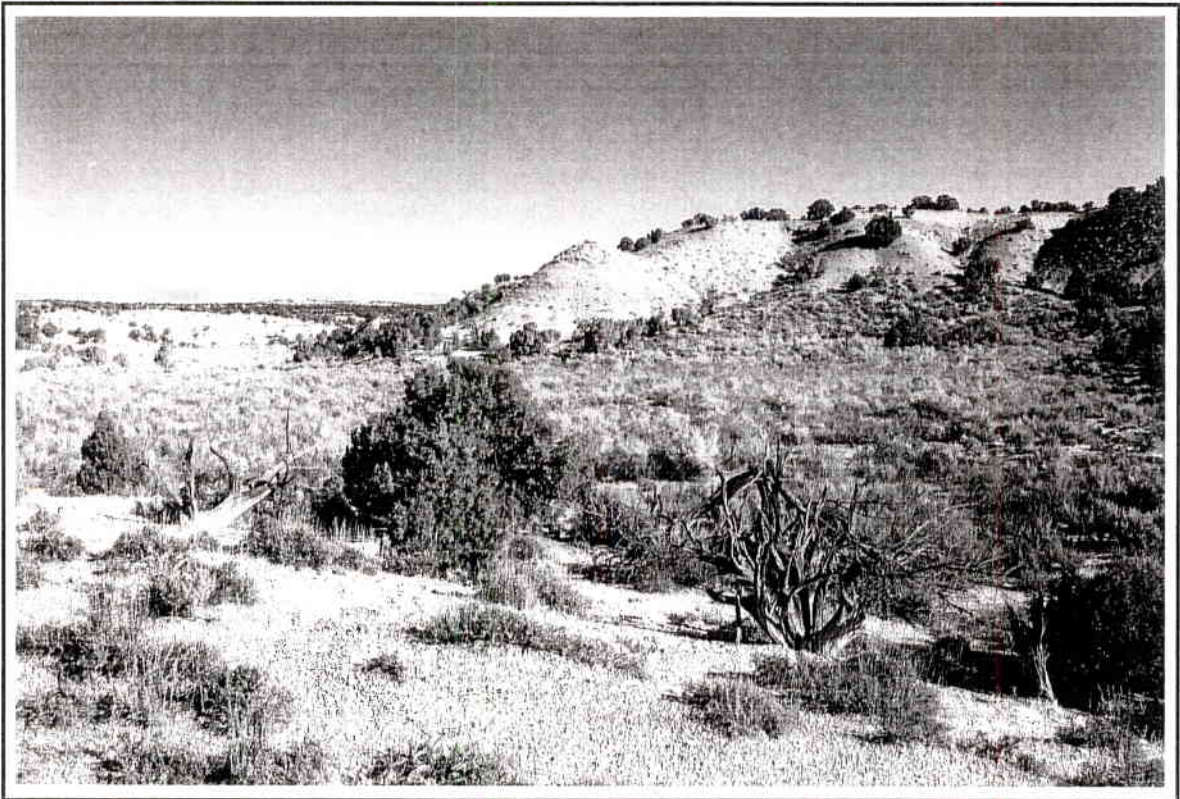


Figure 2. View to north of Berry Petroleum Co.'s proposed Lake Canyon Tribal #5-24-45 centerstake and well pad area.

The proposed access is an existing oil and gas field service road that is located adjacent immediately east of the proposed well pad. The proposed pipeline is 1300 feet (396.3 m) long. From the proposed well pad, the pipeline trends north along the western side of the exiting road 1300 feet 9396.3 m) to an existing well pad and its pipeline. Sediments along the road have been disturbed by road construction and cyclic maintenance. However, undisturbed sediments along the proposed pipeline

corridor consist of shallow (<5 to 10 cm), poorly sorted, loosely compacted, tan to light brown, sandy clay loam mixed with small flat angular pieces of Uinta formation sandstone, clay and shale..



Figure 3. Overhead view of the colluvial sediments that are on and surround the proposed Lake Canyon Tribal #5-24-45 centerstake and well pad area.

The surrounding landscape exhibits exposures relatively thick ledges of sandstone with thinner layers of clay and shale. The surrounding vegetation is dominated by a Pinion/juniper community with a understory of mountain mahogany, low sagebrush, yucca, bunchgrasses along the hill and ridge slopes, and low sagebrush community in the ridge top flats and open parks.

Field Methods

A total of 10 acres were surveyed around the centerstake of the proposed LCT #5-24-45 well location to allow for relocation of the pad if necessary. The survey was accomplished by walking transects spaced no more than 15 meters apart. The proposed access is an existing oil and gas field service road that is adjacent to the proposed well pad. The proposed pipeline corridor surveyed is 1300 feet (396.3 m) long and 100 feet (30.4 m) wide, 2.98 acres. Thus, a total of 2.98 linear acres were surveyed.

Geologic landforms (rockshelters, alcoves, ridge tops and saddles) and areas of subsurface exposure (ant hills, blowouts, rodent holes and burrow, eroding slopes and cutbanks) were examined with special care in order to locate cultural resources (sites, isolates) and possibly help assess a site's sedimentary integrity and potential for the presence and/or absence of buried intact cultural deposits. The entire surface areas of ridge tops were covered. All exposures of sandstone cliff faces, alcoves or rockshelter, and talus slopes were surveyed.

When cultural materials are discovered, a more thorough survey of the immediate vicinity is conducted in order to locate any associated artifacts and to determine the horizontal extent (surface area) of the site. If no other artifacts are located during the search then the initial artifact was recorded as an isolated find. At times, isolated formal tools (typical end scrapers, projectile points) were drawn and measured. The isolate was then described and its location plotted on a U.S.G.S. topographic map and UTM coordinates are recorded.

When sites are found an Intermountain Antiquities Computer System (IMACS) form was used to record the site. At all sites, selected topographic features, site boundaries, stone tools and cultural features (hearths, foundations, trash dumps and trails) are mapped. Sites were mapped with a Brunton compass and pacing off distances from a mapping station (datum). All debitage is inventoried using standard recording techniques (Truesdale et al 1995:7) according to material type, basic flake type, and so on. Selected (mostly complete) stone tools and projectile points are drawn and measured. All features (rockart panel(s), hearths, foundations, trash dumps and trails) are measured and described, while selected features are either drawn or photographed.

Well and site location data is recorded by using a Trimble GeoExplorer 3 or GEO XH, GARMIN Global Positioning System (GPS III Plus) and/or an E-Trex GPS. Site elevation and Universal Transverse Mercator (UTM) grid data, its Estimated Position Error (EPE) and Precision Dilution of Precision (PDOP) were recorded. Using the GPS data, the site location was then placed on a USGS 7.5' quadrangle map Using ArcInfo 9.2.

Results

A total of 12.98 acres (10 block, 2.98 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #5-24-45 and along its access and pipeline. No culture materials (sites or isolates) were located during the survey of the Lake Canyon Tribal (LCT) #5-24-45, or along its access and pipeline.

An elk (*Cervus Canadensis*) skeleton is located on the proposed well pad approximately 50 feet (15 m) north northwest of the well centerstake. In addition, modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, wire, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Recommendations

A total of 12.98 acres (10 block, 2.98 linear) were surveyed for cultural resources within and around the proposed Berry Petroleum Co. Lake Canyon Tribal (LCT) #5-24-45 and along its access and pipeline.

An elk (*Cervus Canadensis*) skeleton is located on the proposed well pad approximately 50 feet (15 m) north northwest of the well centerstake. In addition, modern trash (plastic soda pop, oil and antifreeze bottles, clear, green, and brown bottle glass, sanitary food cans, foam insulation and miscellaneous metal scraps) can be found throughout the Lake Canyon Oil and Gas Field Area and along its service roads.

Sediments on and surrounding the proposed well pad and along its access and pipeline are colluvial in nature and shallow (<20 to 50 cm). Thus, the possibility of buried and intact cultural materials on and surrounding the proposed well pad or along its access and pipeline is low. Therefore, no additional archaeological work is necessary and clearance is recommended for the construction of the proposed Lake Canyon Tribal (LCT) #5-24-45 well pad, its access and pipeline.

REFERENCES CITED

Childs, O.E.

- 1950 Geologic history of the Uinta Basin, Utah Geological and Mineralogical Survey. Guidebook to the Geology of Utah, No. 5:49-59.

Stokes, William Lee

- 1986 Geology of Utah. Contributions by Utah Museum of Natural History, and the Utah Geological and Mineral Survey Department of Natural Resources. Utah Museum of Natural History, Occasional Papers, Number 6.

Thornbury, William D.

- 1965 Regional Geomorphology of the United States. John Wiley & Sons, Inc.

Truesdale, James A., Kathleen E. Hiatt, and Clifford Duncan

- 1995 Cultural Resource Inventory of the Proposed Ouray Gravel Pit Location, Uintah-Ouray Ute Reservation, Uintah County, Utah. Report prepared for U & W Construction, Ft. Duchesne, Utah by AIA, Laramie, Wyoming.

APPLICATION FOR GRANT OF CORRIDOR RIGHT-OF-WAY

BERRY PETROLEUM COMPANY. having a resident or principal place of business at **Route 2 Box 7735, Roosevelt, Utah, 84066,** hereby files an application with the Bureau of Indian Affairs, pursuant to the terms and provisions of the Act of February 5, 1948 (62 Stat. 17; 25 U.S.C. 323), and to the regulations of the Department of the Interior contained in Title 25, Code of Federal Regulations, Part 169, for the grant of a Right-of-Way for the following purposes and reasons:

To construct a Drill Site & Corridor Right-of-Way for the IC TRIBAL #5-24-45

Across the following described Indian Lands SW 1/4 NW 1/4 OF SECTION 24, T4S, R5W, U.S.B.&M.

Drill Site = 1.832 Ac.

Corridor R-O-W = 0.009 Ac.
(Access Road)

Total Acreage = 1.841 Acres

4" to 6" SDR-11 POLY PIPELINE

Said Right-of-Way to be approximately 12.51 feet in length, 30 feet in width, and 0.009 Acres, and more particularly described and shown on the map of definite location to be attached and made a part hereof.

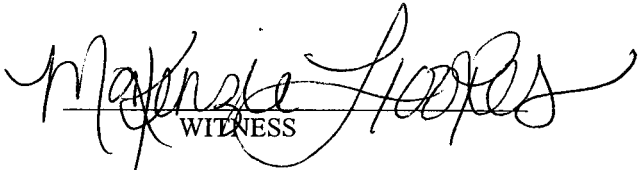
The applicant understands and hereby expressly agrees to the following stipulations:

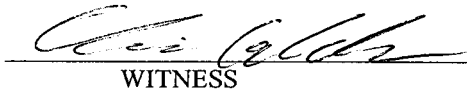
- (a) To construct and maintain the Right-of-Way in a workmanlike manner.
- (b) To pay promptly all damages and compensation, in addition to the deposit made pursuant to 169.4 determined by the Secretary to be due the landowners and authorized users and occupants of the land on account of the survey, granting, construction and maintenance of the Right-of-Way.
- (c) To indemnify the landowners and authorized users and occupants against any liability for loss of life, personal injury and property damage arising from the construction, maintenance, occupancy or use of the lands by the applicant, his employees, contractors and their employees or subcontractors and their employees.
- (d) To restore the lands as nearly as may be possible to their original condition upon the completion of the construction to the extent compatible with the purpose for which the Right-of-Way was granted.
- (e) To clear and keep clear the lands within the Right-of-Way to the extent compatible with the purpose of the Right-of-Way; and to dispose of all vegetative and other material cut, uprooted, or otherwise accumulated during the construction and maintenance of the project.
- (f) To take soil and resource conservation and protection measures, including weed control, on the land covered by the Right-of-Way.

- (g) To do everything reasonable within its power to prevent and suppress fires on or near the lands to be occupied under the Right-of-Way.
- (h) To build and repair such roads, fences, and trails as may be destroyed or injured by construction work and to build and maintain necessary and suitable crossings for all roads and trails that intersect the works constructed, maintained, or operated under the Right-of-Way.
- (i) That upon revocation or termination of the Right-of-Way, the applicant shall, so far as is reasonably possible, restore the land to its original condition.
- (j) To at all times keep the Secretary informed of its address, and in case of corporations of the address of its principal officers.
- (k) That the applicant will not interfere with the use of the lands by or under the authority of the landowners for any purpose not inconsistent with the primary purpose for which the Right-of-Way is granted.


IN WITNESS THEREOF, BERRY PETROLEUM COMPANY. has caused this instrument to

be executed this 30 day of May, 2008.


WITNESS


WITNESS

BERRY PETROLEUM COMPANY
APPLICANT


Ed Courtright/Production Foreman
Route 2 Box 7735
Roosevelt, Utah 84066
Phone:(435)722-1325

SUPPORTING DOCUMENTS:

- () Written consent of the landowners.
- () Evidence of good faith and financial responsibility.
- (x) \$0 as per the terms of the Exploration and Development Agreement (14-20-H62-5500)
- () State certified copy of corporate charter or articles of corporation.
- () Certified copy of resolution or bylaws of the corporation authorizing the filing of the stipulation
- () State certification that the applicant is authorized to do business in the State where the land is located.
- () Certified copy of the articles of partnership or association.
- (x) Map of definite location.
- () Other:

BERRY PETROLEUM COMPANY
IC TRIBAL #5-24-45
SURFACE USE AREA & ROAD RIGHT-OF-WAY
SECTION 24, T4S, R5W, U.S.B.&M.

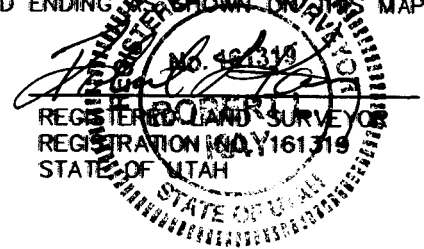
TOTAL ROAD RIGHT-OF-WAY ON UTE TRIBAL LANDS

TOTAL LENGTH OF RIGHT-OF-WAY IS 12.51' OR 0.002 MILES. WIDTH OF RIGHT-OF-WAY IS 30' (15' PERPENDICULAR ON EACH SIDE OF THE CENTERLINE). CONTAINS 0.009 ACRES MORE OR LESS.

ENGINEER'S AFFIDAVIT

STATE OF UTAH }
COUNTY OF UTAH } SS

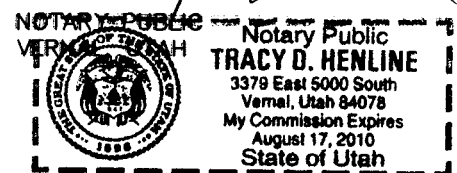
ROBERT L. KAY, BEING FIRST DULY SWORN DEPOSES AND STATES THAT HE IS THE REGISTERED LAND SURVEYOR, FOR BERRY PETROLEUM COMPANY, THAT THESE SURVEYS WERE MADE BY HIM (OR UNDER HIS SUPERVISION); THAT HE HAS EXAMINED THE FIELD NOTES OF THE SURVEYS OF THE SURFACE USE AREA AND ROAD RIGHT-OF-WAY AS DESCRIBED AND SHOWN ON THIS MAP, THAT THIS MAP WAS PREPARED UNDER HIS DIRECTION FROM SAID FIELD NOTES; AND THAT SAID RIGHT-OF-WAY, 0.002 MILES IN LENGTH BEGINNING AND ENDING AS SHOWN ON THIS MAP IS ACCURATELY REPRESENTED.



ACKNOWLEDGEMENT

SUBSCRIBED AND SWORN BEFORE ME THIS 7 DAY OF May 2008.

MY COMMISSION EXPIRES Aug 17, 2010.



APPLICANT'S CERTIFICATE

I, ED COURTRIGHT, DO HEREBY CERTIFY THAT I AM THE AGENT FOR BERRY PETROLEUM COMPANY, HEREINAFTER DESIGNATED THE APPLICANT; THAT ROBERT L. KAY WHO SUBSCRIBED TO THE FOREGOING AFFIDAVIT, IS EMPLOYED BY THE APPLICANT AS A LAND SURVEYOR AND THAT HE WAS DIRECTED BY THE APPLICANT TO SURVEY THE LOCATION OF THIS SURFACE USE AREA AND ROAD RIGHT-OF-WAY, 0.002 MILES IN LENGTH BEGINNING AT STA. 0+00 AND ENDING AT STA. 0+12.51, THAT SAID SURFACE USE AREA AND ROAD RIGHT-OF-WAY ARE ACCURATELY REPRESENTED ON THIS MAP; THAT SUCH SURVEY AS REPRESENTED ON THIS MAP HAS BEEN ADOPTED BY THE APPLICANT AS THE DEFINITE LOCATION OF THE RIGHT-OF-WAY THEREBY SHOWN; AND THAT THE MAP HAS BEEN PREPARED TO BE FILED WITH THE SECRETARY OF THE INTERIOR OR HIS DULY AUTHORIZED REPRESENTATIVE AS PART OF THE APPLICATION FOR SAID RIGHT-OF-WAY TO BE GRANTED THE APPLICANT, ITS SUCCESSORS AND ASSIGNS, WITH THE RIGHT TO CONSTRUCT, MAINTAIN, AND REPAIR IMPROVEMENTS, THEREON AND THEREOVER, FOR SUCH PURPOSES, AND WITH THE FURTHER RIGHT IN THE APPLICANT, ITS SUCCESSORS AND ASSIGNS TO TRANSFER THIS RIGHT-OF-WAY BY ASSIGNMENT, GRANT, OR OTHERWISE.

Ed Courtright
APPLICANT

PRODUCTION SUPERVISOR

TITLE

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
UTE TRIBAL	12.51	0.009	0.76

NW Cor. Sec. 24
Pile of Stones,
Spike, Bearing
Tree

NE 1/4

1/16 Section Line

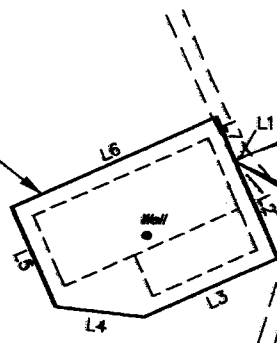
NW 1/4

Section Line

Ute
Tribal

SURFACE USE AREA
IC TRIBAL #5-24-45
Contains 1.832 ACRES

N00°27'52"E
2609.75' (Meas.)



BEGINNING OF PROPOSED
ROAD RIGHT-OF-WAY
STA. 0+00
(At Existing Road)

END OF PROPOSED
ROAD RIGHT-OF-WAY
STA. 0+12.51
(At Edge of Surface Use Area)

ROAD RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE
OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE SW 1/4 NW
1/4 OF SECTION 24, T4S, R5W, U.S.B.&M.,
WHICH BEARS N52°34'43"E 1047.76' FROM
THE WEST 1/4 CORNER OF SAID SECTION 24;
THENCE S56°29'51"W 12.51' TO A POINT IN
THE SW 1/4 NW 1/4 OF SAID SECTION 24,
WHICH BEARS N52°31'53"E 1035.29' FROM
THE FROM THE WEST 1/4 CORNER OF
SAID SECTION 24. THE SIDE LINES OF SAID
DESCRIBED RIGHT-OF-WAY BEING SHORTENED
OR ELONGATED TO MEET THE GRANTOR'S
PROPERTY LINES. BASIS OF BEARINGS IS A
G.P.S. OBSERVATION. CONTAINS 0.009 ACRES
MORE OR LESS.

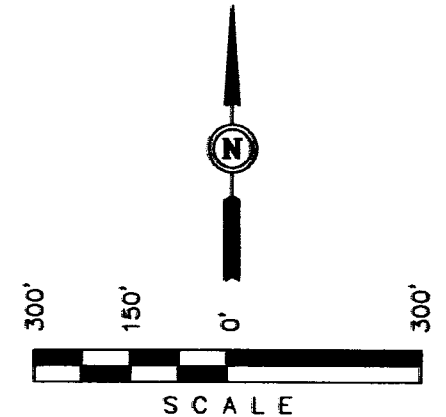
NOTE:
BEGINNING ROAD STA. 0+00 BEARS
N52°34'43"E 1047.76' FROM THE
WEST 1/4 CORNER SECTION 24, T4S,
R5W, U.S.B.&M.,

END ROAD STA. 0+12.51 BEARS
N52°31'53"E 1035.29' FROM THE
WEST 1/4 CORNER SECTION 24, T4S,
R5W, U.S.B.&M.,

BERRY PETROLEUM COMPANY

LOCATION SURFACE USE AREA & ROAD RIGHT-OF-WAY ON UTE TRIBAL LANDS

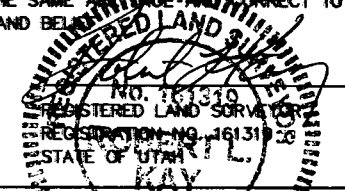
(For IC TRIBAL #5-24-45)
LOCATED IN
SECTIONS 24, T4S, R5W,
U.S.B.&M., DUCHESNE COUNTY,
UTAH



SURFACE USE AREA DESCRIPTION

BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF
SECTION 24, T4S, R5W, U.S.B.&M. WHICH BEARS
N52°31'53"E 1035.29' FROM THE WEST 1/4 CORNER
OF SAID SECTION 24.; THENCE S23°49'11"E 164.46';
THENCE S66°11'45"W 230.01'; THENCE N83°32'04"W
138.93'; THENCE N23°49'15"W 169.96'; THENCE
N66°10'56"E 350.06'; THENCE S23°45'29"E 75.60' TO
THE POINT OF BEGINNING. BASIS OF BEARINGS IS A
G.P.S. OBSERVATION. CONTAINS 1.832 ACRES MORE
OR LESS.

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 780-1017
VERNAL, UTAH - 84078

SCALE 1" = 300'	DATE 05-05-08
PARTY A.F. M.H. D.P.	REFERENCES G.L.O. PLAT
WEATHER COOL	FILE 4 8 8 0 3

LINE TABLE		
LINE	BEARING	LENGTH
L1	S56°29'51"W	12.51'
L2	S23°49'11"E	164.46'
L3	S66°11'45"W	230.01'
L4	N83°32'04"W	138.93'
L5	N23°49'15"W	169.96'
L6	N66°10'56"E	350.06'
L7	S23°45'29"E	75.60'

Sec. 23

Set Marked
Stone, Small
Pile of Stones

180°00'
(G.L.O.)

1/4 Section Line

Sec. 24

1/16 Section Line

2640.00' (G.L.O.)

SE 1/4

SW 1/4

BERRY PETROLEUM COMPANY

IC TRIBAL #5-24-45

LOCATED IN DUCHESNE COUNTY, UTAH

SECTION 24, T4S, R5W, U.S.B.&M.

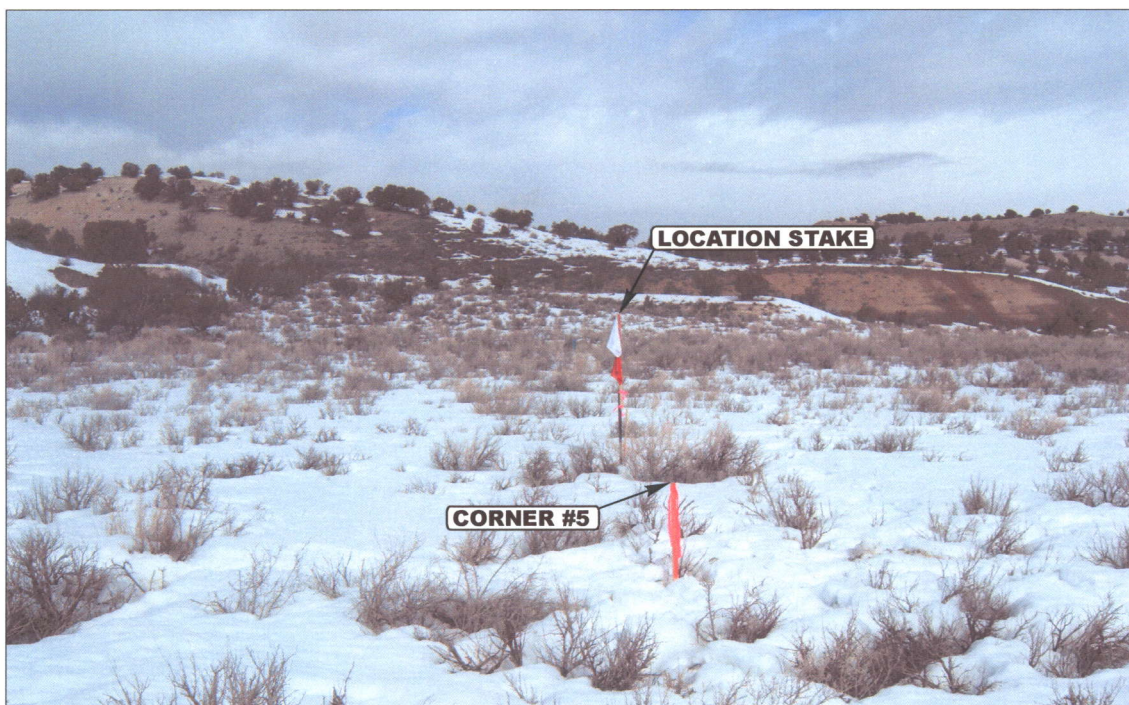


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHWESTERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: SOUTHWESTERLY



- Since 1964 -

UELS Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

LOCATION PHOTOS

03 24 08
MONTH DAY YEAR

PHOTO

TAKEN BY: A.F.

DRAWN BY: Z.L.

REVISED: 00-00-00

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

IC TRIBAL #5-24-45

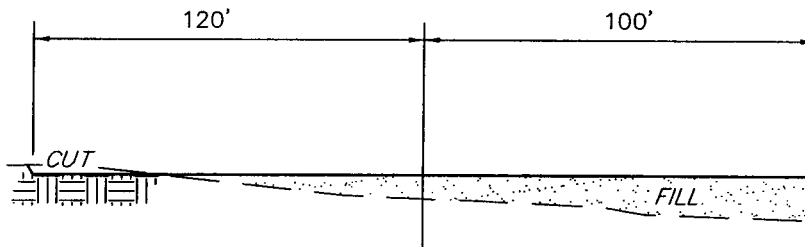
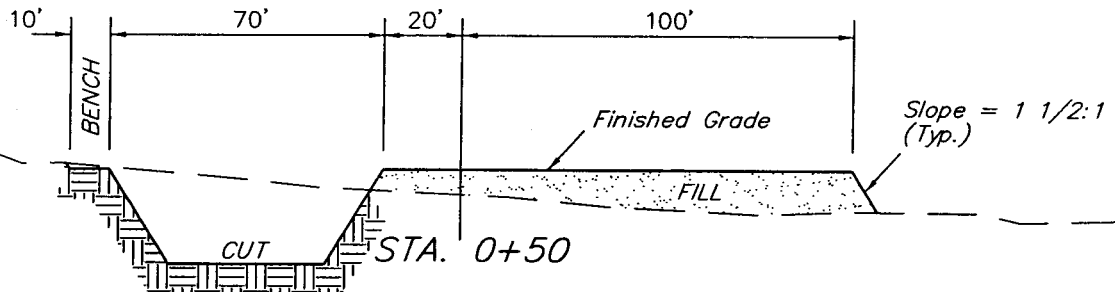
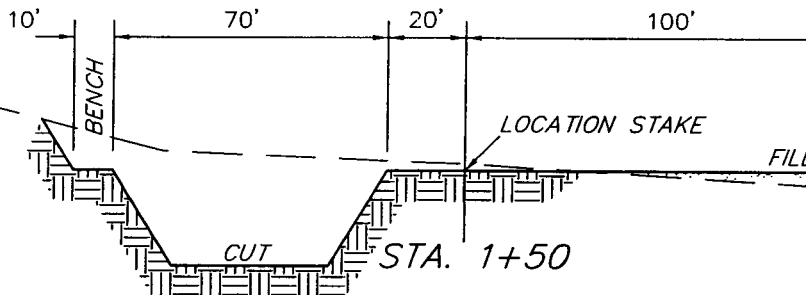
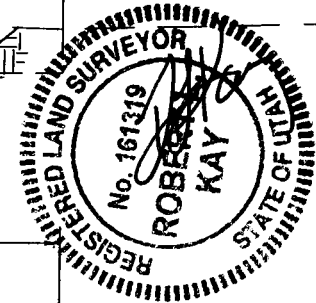
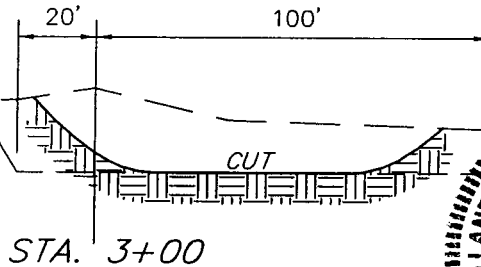
SECTION 24, T4S, R5W, U.S.B.&M.

2104' FNL 677' FWL

1" = 20'
X-Section
Scale
1" = 50'

DATE: 03-17-08
DRAWN BY: D.P.

Preconstruction
Grade



NOTE:

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

* NOTE:

FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT

(12") Topsoil Stripping = 2,190 Cu. Yds.
Remaining Location = 4,670 Cu. Yds.

TOTAL CUT = 6,860 CU. YDS.

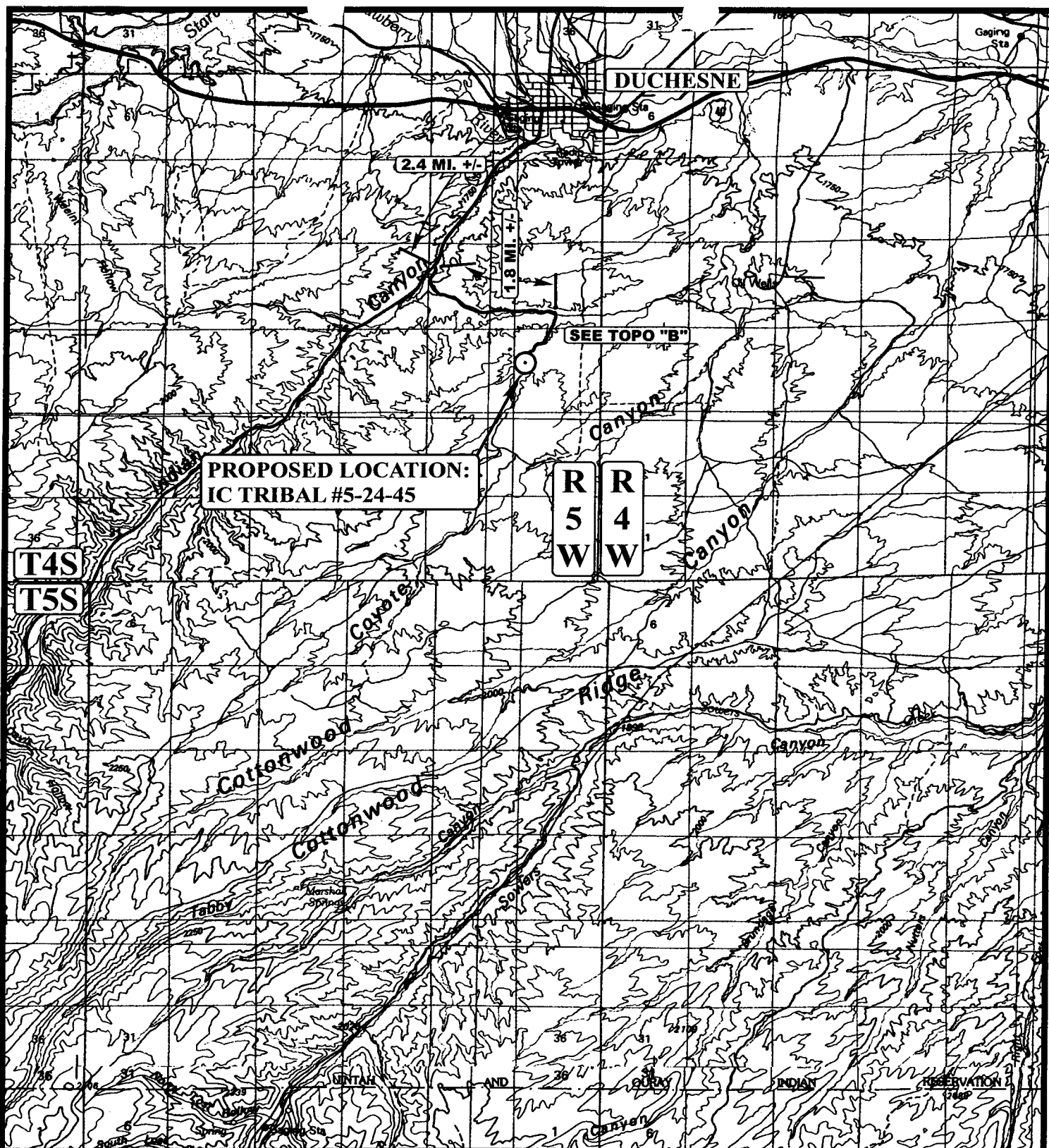
FILL = 2,970 CU. YDS.

EXCESS MATERIAL = 3,890 Cu. Yds.

Topsoil & Pit Backfill = 3,890 Cu. Yds.
(1/2 Pit Vol.)

EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



LEGEND:

○ PROPOSED LOCATION

BERRY PETROLEUM COMPANY

IC TRIBAL #5-24-45
SECTION 24, T4S, R5W, U.S.B.&M.
2104' FNL 677' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



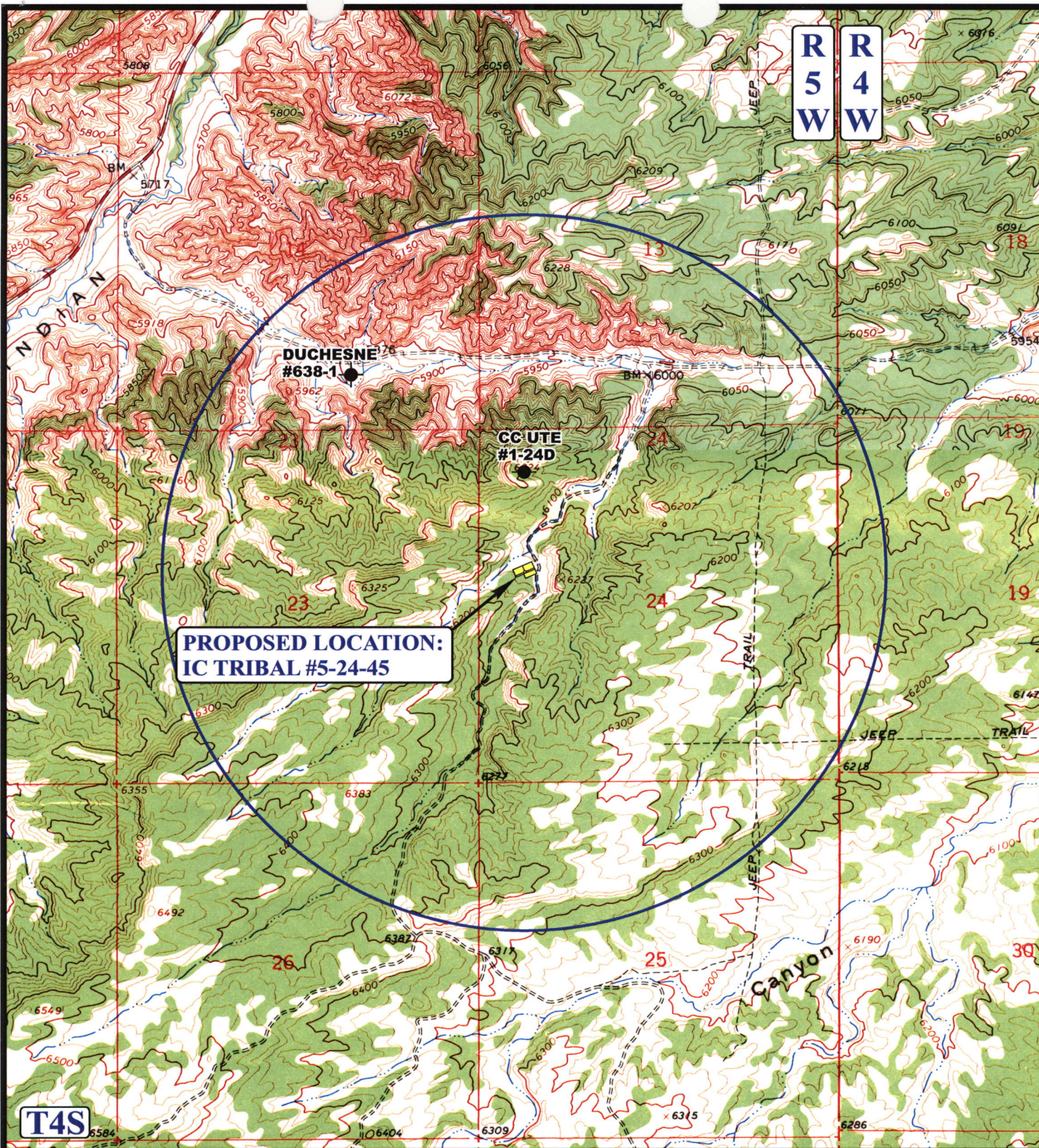
TOPOGRAPHIC
MAP

03 24 08
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: Z.L. REVISED: 00-00-00



B
TOPO



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

BERRY PETROLEUM COMPANY

IC TRIBAL #5-24-45
SECTION 24, T4S, R5W, U.S.B.&M.
2104' FNL 677' FWL



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

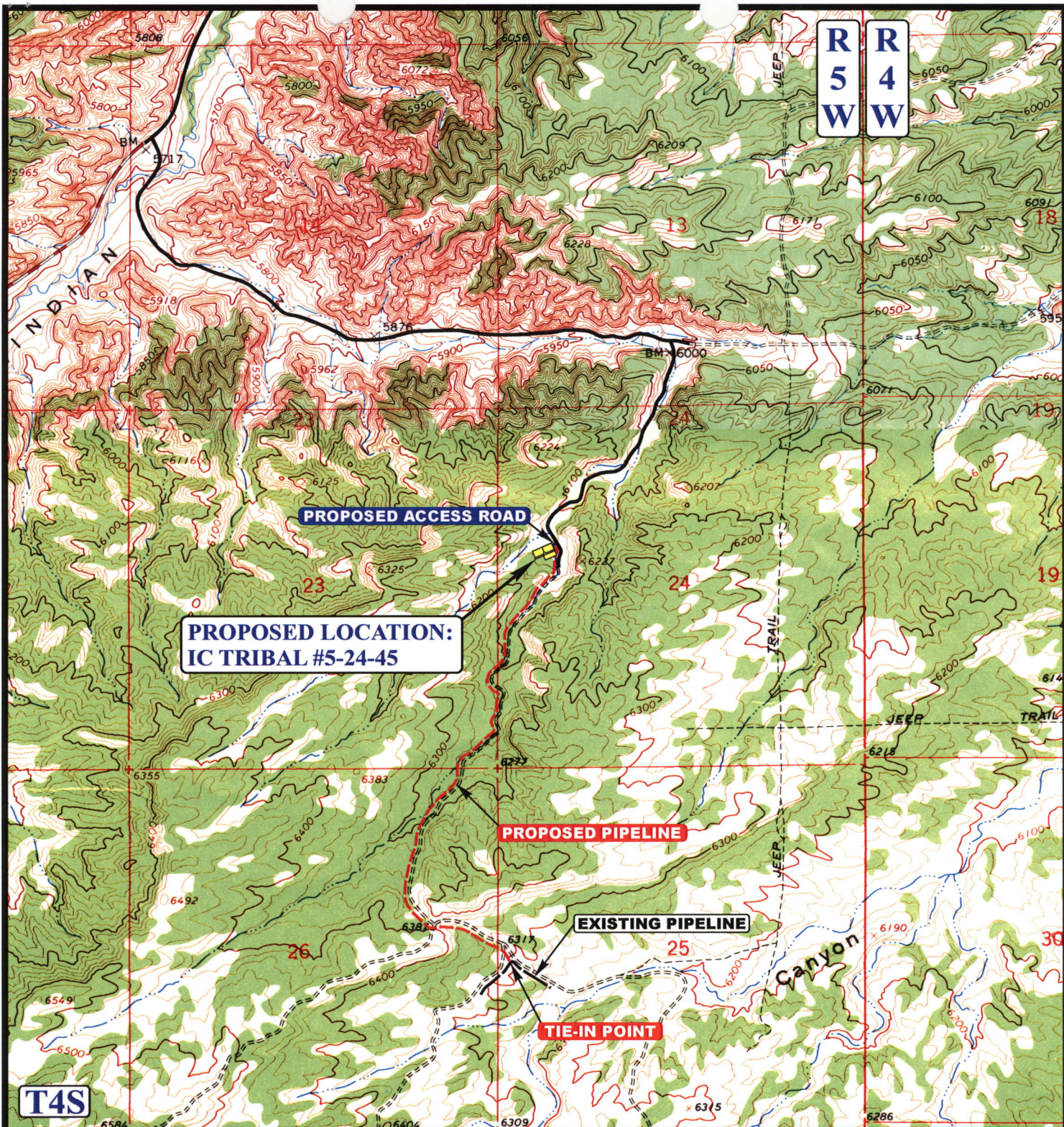


TOPOGRAPHIC
MAP

03 24 08
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: Z.L. REVISED: 00-00-00





APPROXIMATE TOTAL PIPELINE DISTANCE = 8,115' +/-

LEGEND:

— PROPOSED ACCESS ROAD
 - - - PROPOSED PIPELINE

BERRY PETROLEUM COMPANY

IC TRIBAL #5-24-45
 SECTION 24, T4S, R5W, U.S.B.&M.
 2104' FNL 677' FWL



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



**TOPOGRAPHIC
 MAP**

03 24 08
 MONTH DAY YEAR

SCALE: 1" = 2000'

DRAWN BY: Z.L.

REVISED: 00-00-00



WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 09/08/2008

API NO. ASSIGNED: 43-013-34088

WELL NAME: IC TRIBAL 5-24-45

OPERATOR: BERRY PETROLEUM COMPANY (N2480)

PHONE NUMBER: 435-722-1325

CONTACT: SHELLEY CROZIER

PROPOSED LOCATION:

SWNW 24 040S 050W

SURFACE: 2104 FNL 0677 FWL

BOTTOM: 2104 FNL 0677 FWL

COUNTY: DUCHESNE

LATITUDE: 40.12015 LONGITUDE: -110.4050

UTM SURF EASTINGS: 550705 NORTHINGS: 4441053

FIELD NAME: DUCHESNE (90)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian

LEASE NUMBER: 14-20-H62-5500

PROPOSED FORMATION: GRRV

SURFACE OWNER: 2 - Indian

COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

☒ Plat

☒ Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)

☒ Potash (Y/N)

☒ Oil Shale 190-5 (B) or 190-3 or 190-13

☒ Water Permit
(No. 43-11041)

☒ RDCC Review (Y/N)
(Date:)

☒ Fee Surf Agreement (Y/N)

☒ Intent to Commingle (Y/N)

LOCATION AND SITING:

___ R649-2-3.

Unit: _____

☒ R649-3-2. General

Siting: 460 From Qtr/Qtr & 920' Between Wells

___ R649-3-3. Exception

___ Drilling Unit

Board Cause No: _____

Eff Date: _____

Siting: _____

___ R649-3-11. Directional Drill

COMMENTS: _____

STIPULATIONS: _____

1- Fee Surf Agreement
2- Spacing Strip

API Number: 4301334088

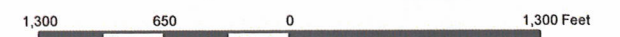
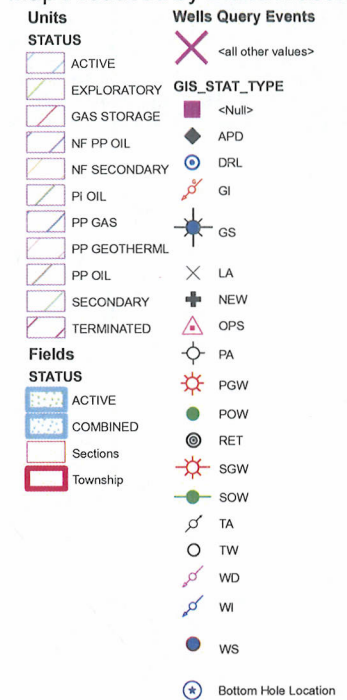
Well Name: IC TRIBAL 5-24-45

Township 04.0 S Range 05.0 W Section 24

Meridian: UBM

Operator: BERRY PETROLEUM COMPANY

Map Prepared:
Map Produced by Diana Mason



1:12,000



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

September 16, 2008

Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: IC Tribal 5-24-45 Well, 2104' FNL, 677' FWL, SW NW, Sec. 24, T. 4 South, R. 5 West,
Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-34088.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal Office



Operator: Berry Petroleum Company
Well Name & Number IC Tribal 5-24-45
API Number: 43-013-34088
Lease: 14-20-H62-5500

Location: SW NW **Sec.** 24 **T.** 4 South **R.** 5 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dustin Doucet at (801) 538-5281 office (801) 733-0983 home

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5500
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY: Roosevelt STATE: UT ZIP: 84066		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2104' FNL, 677' FWL		8. WELL NAME and NUMBER: IC TRIBAL 5-24-45
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SWNW 24 T4S R5W		9. API NUMBER: 4301334088
COUNTY: DUCHESNE		10. FIELD AND POOL, OR WILDCAT: WILCAT
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: 1 YR. EXTENSION
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

Date: 09-14-09
By: [Signature]

COPY SENT TO OPERATOR

Date: 9.15.2009
Initials: KS

NAME (PLEASE PRINT) SHELLEY E. CROZIER	TITLE REGULATORY & PERMITTING SPECIALIST
SIGNATURE [Signature]	DATE 9/2/2009

(This space for State use only)

RECEIVED

SEP 10 2009



**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-34088
Well Name: IC TRIBAL 5-24-45
Location: (SW/NW) 2104' FNL, 677' FWL, SEC. 24-T4S-R5W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 9/16/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes ☐ No ☒

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes ☐ No ☒

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes ☐ No ☒

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes ☐ No ☒

Has the approved source of water for drilling changed? Yes ☐ No ☒

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes ☐ No ☒

Is bonding still in place, which covers this proposed well? Yes ☒ No ☐

Shelley E. Crozier
Signature

9/2/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED

SEP 10 2009

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 14-20-H62-5500
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 4000 South 4028 West Rt 2 Box 7735 , Roosevelt, UT, 84066		8. WELL NAME and NUMBER: IC TRIBAL 5-24-45
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2104 FNL 0677 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 24 Township: 04.0S Range: 05.0W Meridian: U		9. API NUMBER: 43013340880000
PHONE NUMBER: 303 999-4044 Ext		9. FIELD and POOL or WILDCAT: DUCHESNE
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2104 FNL 0677 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SWNW Section: 24 Township: 04.0S Range: 05.0W Meridian: U		COUNTY: DUCHESNE
STATE: UTAH		

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 9/16/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BERRY PETROLEUM RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR THE PERIOD OF ONE (1) YEAR.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: August 03, 2010

By:

NAME (PLEASE PRINT) Kathy K. Fieldsted	PHONE NUMBER 435 722-1325	TITLE Sr. Regulatory & Permitting Tech.
SIGNATURE N/A	DATE 8/3/2010	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013340880000

API: 43013340880000

Well Name: IC TRIBAL 5-24-45

Location: 2104 FNL 0677 FWL QTR SWNW SEC 24 TWNP 040S RNG 050W MER U

Company Permit Issued to: BERRY PETROLEUM COMPANY

Date Original Permit Issued: 9/16/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☐ Yes ☒ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

**Approved by the
Utah Division of
Oil, Gas and Mining**

Signature: Kathy K. Fieldsted

Date: 8/3/2010

Title: Sr. Regulatory & Permitting Tech. **Representing:** BERRY PETROLEUM COMPANY **Date:** August 03, 2010

By: 

RECEIVED August 03, 2010



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 4, 2011

Kathy Fieldsted
Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: APD Rescinded – IC Tribal 5-24-45, Sec. 24, T. 4S, R. 5W
Duchesne County, Utah API No. 43-013-34088

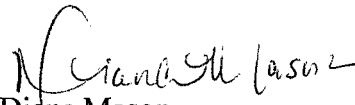
Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on September 16, 2008. On September 14, 2009 and August 3, 2010 the Division granted a one-year APD extension. On August 4, 2011, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective August 4, 2011.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,


Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal





United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Green River District-Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410

<http://www.blm.gov/ut/st/en/fo/vernal.html>



DEC 19 2011

IN REPLY REFER TO:
3160 (UTG011)

Kathy Fieldsted
Berry Petroleum Company
Route 2, Box 7735
Roosevelt, UT 84066

43 013 34088

Re: Request to Return APD
Well No. IC Tribal 5-24-45
SWNW, Sec. 24, T4S, R5W
Duchesne County, Utah
Lease No. 2OG0005500

Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the above referenced well received in this office on September 5, 2008 is being returned unapproved per your request to this office in an email message to Natural Resource Specialist Brian Barnett received on December 12, 2011. If you intend to drill at this location at a future date, a new APD must be submitted.

If you have any questions regarding APD processing, please contact Cindy Severson at (435) 781-4455.

Sincerely,

Jerry Kenczka
Assistant Field Manager
Lands & Mineral Resources

Enclosures

cc: UDOGM
BIA
Ute Tribe

RECEIVED

JAN 10 2012

LAND, OIL, GAS & MINING